

**MENTION**

Nom de la Société : **FIAT FINANCE AND TRADE LTD**

Siège social : 24, boulevard Royal, L-2449 Luxembourg

**N° du Registre de Commerce : B - 59500**

Les comptes annuels au 31 décembre 2013 ont été déposés au Registre de Commerce et des Sociétés.

Pour mention aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Pour FIAT FINANCE AND TRADE LTD

Leonardo Cecchetti  
Président du Conseil d'Administration

**BALANCE SHEET****Financial year from** <sup>01</sup> 01/01/2013 **to** <sup>02</sup> 31/12/2013 (in <sup>03</sup> EUR )

FIAT FINANCE AND TRADE LTD

24, boulevard Royal  
L-2449 Luxembourg**ASSETS**

	Reference(s)	Current year	Previous year
<b>A. Subscribed capital unpaid</b>			
I. Subscribed capital not called	1101 _____	101 _____	102 _____
II. Subscribed capital called but unpaid	1103 _____	103 _____	104 _____
	1105 _____	105 _____	106 _____
<b>B. Formation expenses</b>	1107 _____	107 _____	108 _____
<b>C. Fixed assets</b>	1109 _____	109 <u>165.807.995,00</u>	110 <u>165.728.145,00</u>
I. Intangible fixed assets	1111 <u>NOTE 1</u>	111 <u>474.790,00</u>	112 <u>321.783,00</u>
1. Research and development costs	1113 _____	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 <u>474.790,00</u>	116 <u>321.783,00</u>
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 <u>474.790,00</u>	118 <u>321.783,00</u>
b) created by the undertaking itself	1119 _____	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 _____	122 _____
4. Payments on account and intangible fixed assets under development	1123 _____	123 _____	124 _____
II. Tangible fixed assets	1125 <u>NOTE 2</u>	125 <u>88.796,00</u>	126 <u>161.953,00</u>
1. Land and buildings	1127 _____	127 _____	128 _____
2. Plant and machinery	1129 _____	129 _____	130 _____

RCSL Nr. : B59500

Matricule : 1997 2209 611

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131 _____	131 <u>88.796,00</u>	132 <u>161.953,00</u>
4. Payments on account and tangible fixed assets under development	1133 _____	133 _____	134 _____
III. Financial fixed assets	1135 <u>NOTE 3</u>	135 <u>165.244.409,00</u>	136 <u>165.244.409,00</u>
1. Shares in affiliated undertakings	1137 _____	137 _____	138 _____
2. Amounts owed by affiliated undertakings	1139 _____	139 _____	140 _____
3. Shares in undertakings with which the company is linked by virtue of participating interests	1141 _____	141 <u>165.244.409,00</u>	142 <u>165.244.409,00</u>
4. Amounts owed by undertakings with which the company is linked by virtue of participating interests	1143 _____	143 _____	144 _____
5. Securities held as fixed assets	1145 _____	145 _____	146 _____
6. Loans and claims held as fixed assets	1147 _____	147 _____	148 _____
7. Own shares or own corporate units	1149 _____	149 _____	150 _____
<b>D. Current assets</b>	1151 _____	151 <u>12.858.776.872,00</u>	152 <u>10.804.161.094,00</u>
I. Inventories	1153 _____	153 _____	154 _____
1. Raw materials and consumables	1155 _____	155 _____	156 _____
2. Work and contracts in progress	1157 _____	157 _____	158 _____
3. Finished goods and merchandise	1159 _____	159 _____	160 _____
4. Payments on account	1161 _____	161 _____	162 _____
II. Debtors	1163 <u>NOTE 4</u>	163 <u>9.637.663.239,00</u>	164 <u>7.950.916.061,00</u>
1. Trade receivables	1165 _____	165 _____	166 _____
a) becoming due and payable within one year	1167 _____	167 _____	168 _____
b) becoming due and payable after more than one year	1169 _____	169 _____	170 _____
2. Amounts owed by affiliated undertakings	1171 _____	171 <u>638.919.212,00</u>	172 <u>596.023.174,00</u>
a) becoming due and payable within one year	1173 _____	173 <u>393.547.369,00</u>	174 <u>596.023.174,00</u>
b) becoming due and payable after more than one year	1175 _____	175 <u>245.371.843,00</u>	176 _____
3. Amounts owed by undertakings with which the company is linked by virtue of participating interests	1177 _____	177 <u>8.998.118.848,00</u>	178 <u>7.354.068.800,00</u>
a) becoming due and payable within one year	1179 _____	179 <u>8.998.118.848,00</u>	180 <u>7.354.068.800,00</u>
b) becoming due and payable after more than one year	1181 _____	181 _____	182 _____
4. Other receivables	1183 _____	183 <u>625.179,00</u>	184 <u>824.087,00</u>
a) becoming due and payable within one year	1185 _____	185 <u>625.179,00</u>	186 <u>824.087,00</u>

RCSL Nr. : B59500

Matricule : 1997 2209 611

	Reference(s)	Current year	Previous year
b) becoming due and payable after more than one year	1187 _____	187 _____	188 _____
III. Transferable securities	1189 <u>NOTE 5</u>	189 <u>308.512.499,00</u>	190 <u>539.695.820,00</u>
1. Shares in affiliated undertakings and in undertakings with which the company is linked by virtue of participating interests	1191 _____	191 _____	192 _____
2. Own shares or own corporate units	1193 _____	193 _____	194 _____
3. Other transferable securities	1195 _____	195 <u>308.512.499,00</u>	196 <u>539.695.820,00</u>
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197 <u>NOTE 6</u>	197 <u>2.912.601.134,00</u>	198 <u>2.313.549.213,00</u>
E. Prepayments	1199 <u>NOTE 7</u>	199 <u>116.229.406,00</u>	200 <u>109.965.859,00</u>
<b>TOTAL (ASSETS)</b>		201 <u>13.140.814.273,00</u>	202 <u>11.079.855.098,00</u>

RCSL Nr. : B59500

Matricule : 1997 2209 611

**LIABILITIES**

	Reference(s)	Current year	Previous year
<b>A. Capital and reserves</b>			
	1301 _____	301 <u>289.839.146,00</u>	302 <u>288.693.442,00</u>
I. Subscribed capital	1303 _____	303 <u>251.494.000,00</u>	304 <u>251.494.000,00</u>
II. Share premium and similar premiums	1305 _____	305 _____	306 _____
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 <u>15.585.500,00</u>	310 <u>13.634.500,00</u>
1. Legal reserve	1311 _____	311 <u>13.380.000,00</u>	312 <u>13.319.000,00</u>
2. Reserve for own shares or own corporate units	1313 _____	313 _____	314 _____
3. Reserves provided for by the articles of association	1315 _____	315 _____	316 _____
4. Other reserves	1317 _____	317 <u>2.205.500,00</u>	318 <u>315.500,00</u>
V. Profit or loss brought forward	1319 _____	319 <u>21.613.941,00</u>	320 <u>22.348.435,00</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>1.145.705,00</u>	322 <u>1.216.507,00</u>
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 _____	328 _____
<b>B. Subordinated debts</b>	1329 _____	329 _____	330 _____
<b>C. Provisions</b>	1331 <u>NOTE 9</u>	331 <u>522.626,00</u>	332 <u>543.178,00</u>
1. Provisions for pensions and similar obligations	1333 _____	333 _____	334 _____
2. Provisions for taxation	1335 _____	335 <u>522.626,00</u>	336 <u>543.178,00</u>
3. Other provisions	1337 _____	337 _____	338 _____
<b>D. Non subordinated debts</b>	1339 _____	339 <u>12.807.815.133,00</u>	340 <u>10.761.846.947,00</u>
1. Debenture loans	1341 <u>NOTE 10</u>	341 <u>11.030.107.912,00</u>	342 <u>9.116.344.930,00</u>
a) Convertible loans	1343 _____	343 _____	344 _____
i) becoming due and payable within one year	1345 _____	345 _____	346 _____
ii) becoming due and payable after more than one year	1347 _____	347 _____	348 _____
b) Non convertible loans	1349 _____	349 <u>11.030.107.912,00</u>	350 <u>9.116.344.930,00</u>
i) becoming due and payable within one year	1351 _____	351 <u>2.534.495.986,00</u>	352 <u>1.325.945.328,00</u>
ii) becoming due and payable after more than one year	1353 _____	353 <u>8.495.611.926,00</u>	354 <u>7.790.399.602,00</u>
2. Amounts owed to credit institutions	1355 <u>NOTE 11</u>	355 <u>115.391.245,00</u>	356 <u>115.012.894,00</u>
a) becoming due and payable within one year	1357 _____	357 <u>115.391.245,00</u>	358 <u>75.012.894,00</u>
b) becoming due and payable after more than one year	1359 _____	359 _____	360 <u>40.000.000,00</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B59500

Matricule : 1997 2209 611

	Reference(s)	Current year	Previous year
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361 _____	361 _____	362 _____
a) becoming due and payable within one year	1363 _____	363 _____	364 _____
b) becoming due and payable after more than one year	1365 _____	365 _____	366 _____
4. Trade creditors	1367 _____	367 _____	368 _____
a) becoming due and payable within one year	1369 _____	369 _____	370 _____
b) becoming due and payable after more than one year	1371 _____	371 _____	372 _____
5. Bills of exchange payable	1373 _____	373 _____	374 _____
a) becoming due and payable within one year	1375 _____	375 _____	376 _____
b) becoming due and payable after more than one year	1377 _____	377 _____	378 _____
6. Amounts owed to affiliated undertakings	1379 _____ <b>NOTE 12</b>	379 <u>1.661.929.558,00</u>	380 <u>1.530.146.299,00</u>
a) becoming due and payable within one year	1381 _____	381 <u>1.661.929.558,00</u>	382 <u>1.530.146.299,00</u>
b) becoming due and payable after more than one year	1383 _____	383 _____	384 _____
7. Amounts owed to undertakings with which the company is linked by virtue of participating interests	1385 _____	385 _____	386 _____
a) becoming due and payable within one year	1387 _____	387 _____	388 _____
b) becoming due and payable after more than one year	1389 _____	389 _____	390 _____
8. Tax and social security debts	1391 _____	391 <u>321.208,00</u>	392 <u>308.983,00</u>
a) Tax debts	1393 _____	393 <u>318.825,00</u>	394 <u>308.983,00</u>
b) Social security debts	1395 _____	395 <u>2.383,00</u>	396 _____
9. Other creditors	1397 _____	397 <u>65.210,00</u>	398 <u>33.841,00</u>
a) becoming due and payable within one year	1399 _____	399 <u>65.210,00</u>	400 <u>33.841,00</u>
b) becoming due and payable after more than one year	1401 _____	401 _____	402 _____
<b>E. Deferred income</b>	1403 _____ <b>NOTE 13</b>	403 <u>42.637.368,00</u>	404 <u>28.771.531,00</u>
<b>TOTAL (LIABILITIES)</b>		405 <u>13.140.814.273,00</u>	406 <u>11.079.855.098,00</u>

RCSL Nr. : B59500

Matricule : 1997 2209 611

**PROFIT AND LOSS ACCOUNT****Financial year from** <sup>01</sup> 01/01/2013 **to** <sup>02</sup> 31/12/2013 (in <sup>03</sup> EUR )

FIAT FINANCE AND TRADE LTD

24, boulevard Royal  
L-2449 Luxembourg**A. CHARGES**

	Reference(s)	Current year	Previous year
<b>1. Use of merchandise, raw materials and consumable materials</b>	1601 _____	601 _____	602 _____
<b>2. Other external charges</b>	1603 <u>NOTE 15</u>	603 <u>1.187.302,00</u>	604 <u>1.521.431,00</u>
<b>3. Staff costs</b>	1605 _____	605 <u>875.013,00</u>	606 <u>1.110.408,00</u>
a) Salaries and wages	1607 _____	607 <u>737.510,00</u>	608 <u>987.080,00</u>
b) Social security on salaries and wages	1609 _____	609 <u>137.503,00</u>	610 <u>123.328,00</u>
c) Supplementary pension costs	1611 _____	611 _____	612 _____
d) Other social costs	1613 _____	613 _____	614 _____
<b>4. Value adjustments</b>	1615 _____	615 <u>197.038,00</u>	616 <u>108.117,00</u>
a) on formation expenses and on tangible and intangible fixed assets	1617 _____	617 <u>197.038,00</u>	618 <u>108.117,00</u>
b) on current assets	1619 _____	619 _____	620 _____
<b>5. Other operating charges</b>	1621 _____	621 <u>240.398,00</u>	622 <u>187.153,00</u>
<b>6. Value adjustments and fair value adjustments on financial fixed assets</b>	1623 _____	623 _____	624 _____
<b>7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities</b>	1625 _____	625 _____	626 _____
<b>8. Interest and other financial charges</b>	1627 <u>NOTE 16</u>	627 <u>742.057.297,00</u>	628 <u>689.258.167,00</u>
a) concerning affiliated undertakings	1629 _____	629 <u>20.267.700,00</u>	630 <u>38.041.229,00</u>
b) other interest and similar financial charges	1631 _____	631 <u>721.789.597,00</u>	632 <u>651.216.938,00</u>
<b>9. Extraordinary charges</b>	1633 _____	633 _____	634 _____

RCSL Nr. : B59500

Matricule : 1997 2209 611

	Reference(s)	Current year	Previous year
<b>10. Income tax</b>	1635 _____	635 <u>507.811,00</u>	636 <u>490.658,00</u>
<b>11. Other taxes not included in the previous caption</b>	1637 _____	637 <u>475.421,00</u>	638 _____
<b>12. Profit for the financial year</b>	1639 _____	639 <u>1.145.705,00</u>	640 <u>1.216.507,00</u>
<b>TOTAL CHARGES</b>		641 <u>746.685.985,00</u>	642 <u>693.892.441,00</u>



RCSL Nr. : B59500

Matricule : 1997 2209 611

**B. INCOME**

	Reference(s)	Current year	Previous year
<b>1. Net turnover</b>	1701 _____	701 _____	702 _____
<b>2. Change in inventories of finished goods and of work and contracts in progress</b>	1703 _____	703 _____	704 _____
<b>3. Fixed assets under development</b>	1705 _____	705 _____	706 _____
<b>4. Reversal of value adjustments</b>	1707 _____	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	1709 _____	709 _____	710 _____
b) on current assets	1711 _____	711 _____	712 _____
<b>5. Other operating income</b>	1713 _____	713 _____	714 _____
<b>6. Income from financial fixed assets</b>	1715 _____	715 _____	716 _____
a) derived from affiliated undertakings	1717 _____	717 _____	718 _____
b) other income from participating interests	1719 _____	719 _____	720 _____
<b>7. Income from financial current assets</b>	1721 _____ <b>NOTE 17</b>	721 <u>736.561.207,00</u>	722 <u>664.707.459,00</u>
a) derived from affiliated undertakings	1723 _____	723 <u>731.462.374,00</u>	724 <u>648.496.850,00</u>
b) other income from financial current assets	1725 _____	725 <u>5.098.833,00</u>	726 <u>16.210.609,00</u>
<b>8. Other interest and other financial income</b>	1727 _____ <b>NOTE 18</b>	727 <u>10.124.778,00</u>	728 <u>29.184.982,00</u>
a) derived from affiliated undertakings	1729 _____	729 <u>280.879,00</u>	730 <u>589.135,00</u>
b) other interest and similar financial income	1731 _____	731 <u>9.843.899,00</u>	732 <u>28.595.847,00</u>
<b>9. Extraordinary income</b>	1733 _____	733 _____	734 _____
<b>12. Loss for the financial year</b>	1735 _____	735 <u>0,00</u>	736 <u>0,00</u>
<b>TOTAL INCOME</b>		737 <u>746.685.985,00</u>	738 <u>693.892.441,00</u>

**FIAT FINANCE AND TRADE LTD S.A.**  
(SOCIÉTÉ ANONYME)

**ANNUAL ACCOUNTS  
AS AT 31 DECEMBER 2013  
AND  
INDEPENDENT AUDITOR'S REPORT**

**24 BOULEVARD ROYAL  
L-2449 LUXEMBOURG**

R.C.S. Luxembourg: B 59500

## TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	2 - 3
MANAGEMENT REPORT AND CORPORATE GOVERNANCE STATEMENT	4 - 9
DIRECTORS' RESPONSIBILITY STATEMENT	10
ANNUAL ACCOUNTS	
- Balance sheet	11 - 12
- Profit and loss accounts	13
- Notes to the annual accounts	14 - 29



Ernst & Young  
Société anonyme  
7, rue Gabriel Lippmann  
Parc d'Activité Syrdall 2  
L-5365 Munsbach  
Tel: +352 42 124 1  
www.ey.com/luxembourg

B.P. 780  
L-2017 Luxembourg  
R.C.S. Luxembourg B 47 771  
TVA LU 16063074

## Independent auditor's report

To the Shareholders of  
Fiat Finance and Trade Ltd. S.A.  
24, boulevard Royal  
L-2449 Luxembourg

### Report on the annual accounts

We have audited the accompanying annual accounts of Fiat Finance and Trade Ltd. S.A., which comprise the balance sheet as at 31 December 2013 and the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### *Board of Directors' responsibility for the annual accounts*

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts and for such internal control as the Board of Directors determines is necessary to enable the preparation and presentation of annual accounts that are free from material misstatement, whether due to fraud or error.

#### *Responsibility of the "réviseur d'entreprises agréé"*

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the "réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the "réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the annual accounts give a true and fair view of the financial position of Fiat Finance and Trade Ltd. S.A. as of 31 December 2013, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

**Report on other legal and regulatory requirements**

The management report, including the corporate governance statement, which is the responsibility of the Board of Directors, is consistent with the annual accounts and includes the information required by the law with respect to the corporate governance statement.

Ernst & Young  
Société Anonyme  
Cabinet de révision agréé



Werner Weynand

Luxembourg, 17 February 2014

FIAT FINANCE AND TRADE LTD S.A.  
Management Report  
31 December 2013

**Management Report**

**OPERATING ENVIRONMENT**

**GENERAL ECONOMIC ENVIRONMENT AND PERFORMANCE OF FINANCIAL MARKETS**

*International economy*

In 2013 the world economy continued to see moderate expansion. The growth rate is expected to stand at 3.0%. Signs of an accelerating economic cycle were registered in the second part of the year, especially thanks to the recovery in advanced economies.

Growth in the USA was positive (+1.9%) though at a slower rate than in the previous year. The strong economic performance, despite the slowdown due to the uncertainties associated with the political debate on the Budget and the ensuing temporary block of Government expenditure (so-called "shutdown"), was led by the recovery of the real estate market and consumer demand. Signs of improved activity led the Federal Reserve to start cutting its bond purchases (so-called "tapering"). In Japan, the new economic policies introduced by the Government (so-called "Abenomics"), supported by the extremely expansionary monetary policy of the Bank of Japan started showing its first encouraging results. The gross domestic product increased by 1.7%.

As far as the Eurozone is concerned, 2013 should close, yet again, with a negative growth rate (-0.4%) that seems to differ in all member states; in fact, whilst Germany (+0.5%) and France (+0.2%) show positive growth rates, the economic cycle of Southern European countries remains weak, mainly due to domestic demand being adversely affected by restrictive tax measures and the continued difficulties in accessing credit by consumers and enterprises. In order to sustain economic recovery and ease funding terms the European Central Bank cut its benchmark interest rate to 0.25%.

The economies of emerging countries have generally suffered from more restrictive financial conditions and budget policies as well as political uncertainties. Economic activity displayed different trends: Whilst growth in China (+7.7%) stabilised, other countries, notably India (+4.4%) and Brazil (+2.3%), suffer from delays in infrastructure development and more marked volatility of capital flows. Although the expected growth in Poland (+1.5%) is positive it still suffers from the moderate recovery experienced by the Eurozone.

In advanced economies inflation continued to fall down to 1.4%. Moderate increases in consumer prices translated into higher real interest rates and led Central Banks to adopt more tolerant monetary policies. On the contrary, inflation in emerging countries remained high (6.1%), forcing monetary authorities to adopt a restrictive approach, increasing the benchmark rates and reducing liquidity in the financial system.

The outlook for 2014 is positive, especially thanks to the contribution of advanced economies. Global economic growth should be about 3.7%. The gross domestic product is expected to increase by 2.8% in the USA and by 1% in the Eurozone, whilst in Japan it should remain at 1.7%. Also in the principal emerging economies the economic cycle is expected to strengthen or, in any case, confirm current levels, with China increasing to 7.5% and Brazil 2.3%.

Inflation is expected to show a moderate upward trend in advanced economies (1.7%) and a slight drop in emerging economies (5.6%).

**FIAT FINANCE AND TRADE LTD S.A.**  
**Management Report**  
**31 December 2013**

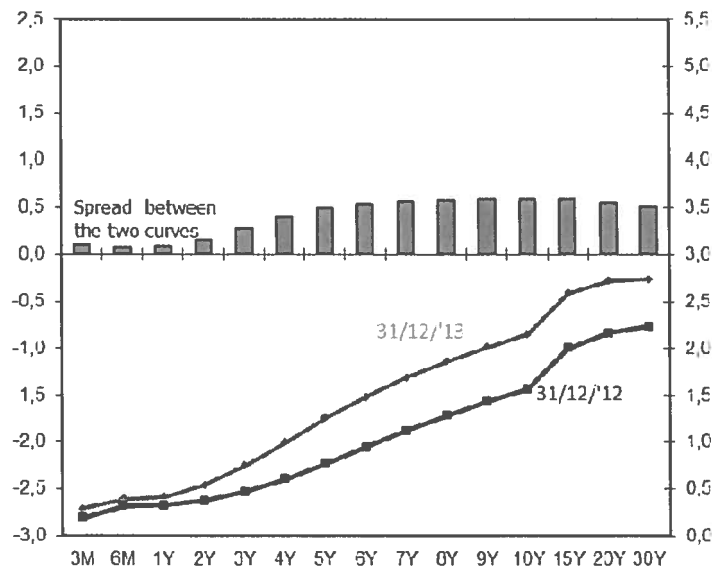
Financial Markets

In 2013 the European Central Bank continued its monetary easing policy. ECB slashed key interest rates by 25 bps twice, bringing the refinancing rate to 0.25%. The Eonia and 3-month Euribor rates remained at their all-time lows for most of the year, apart from the modest increase registered at the year end. Compared to the end of 2012 the yield curve has a greater slope, the 3-month Euribor rate quoted at year-end at 0.29% (from 0.19%) and the 10-year swap rate at 2.15% (from 1.57%). Short-term implicit forward rates resulting from the current yield curve show a stable outlook compared to the sport rates (+3 bps at the end of 2014).

*Euro interest rates*



*Euro yield curve*



**FIAT FINANCE AND TRADE LTD S.A.**  
**Management Report**  
**31 December 2013**

*Exchange rates*

2013 was a positive year for the single European currency despite a weak first half. After opening at 1.32 and reaching a yearly low of 1.28 in March, the Euro reversed the trend recovering the lost ground and closing at 1.38 (+4%). Europe's currency benefitted from the drastic reduction in the sovereign risk of peripheral countries, the favourable trend of the current account balance of the Eurozone and the uncertainty as to the Federal Reserve's exit from Quantitative Easing. The Euro gained considerable ground against the Japanese Yen (+26%) as well as against the British Pound (+2%) and the Swiss Franc (+2%), though to a less extent.

*EUR/USD exchange rates*



## **MAIN RISKS AND UNCERTAINTIES TO WHICH THE COMPANY IS EXPOSED**

Fiat Finance and Trade Ltd S.A. ("FFT", "the Company") provides cash management and treasury services to Fiat S.p.A. Group ("The Group") subsidiaries mainly based in Europe and is one of the main treasury affiliates of the Group operating on the international financial market. FFT's primary goal is to ensure that funds are available to support the operations of Group companies, that liquidity, cash flows and the exposure to financial risks are properly managed. As a consequence, FFT earnings and financial position may be impacted by various macroeconomic factors – including increases or decreases in gross domestic product, the level of consumer and business confidence, changes in interest rates on consumer and business credit, the energy prices, the cost of commodities or other raw materials and the rate of unemployment – within the various countries in which it operates.

These potential developments could adversely affect the businesses and operations of the Group. In general, the sector in which the Group operates have historically been subject to highly cyclical demand and tend to reflect the overall performance of the economy, in certain cases even amplifying the effects of economic trends. Given the difficulty in predicting the magnitude and duration of economic cycles, there can be no assurances as to future trends in the demand for or supply of products sold by the Group in any of the markets in which it operates.



**FIAT FINANCE AND TRADE LTD S.A.**  
**Management Report**  
**31 December 2013**

## **CORPORATE GOVERNANCE STATEMENT**

Fiat Finance and Trade Ltd. S.A. ("FFT", "the Company") acts, both directly and through its subsidiaries and branches, as the treasury and financing vehicle of the Fiat S.p.A. Group ("The Group") companies outside Italy, operating in accordance with general strategic guidelines issued by its ultimate parent company, Fiat S.p.A.. That activity is generally advantageous to the FFT 's activities.

Direction and coordination activities consist in the definition and updating of Group-wide models for the system of internal control, corporate governance and organizational structure, the dissemination of a Code of Conduct, which is adopted throughout the Group, and the establishment of general policies for the management of human and financial resources. Group coordination also includes centralized management of corporate, administrative, tax and internal audit services through specialized companies.

Consistent with the above, FFT, which retains full management and operating autonomy, adopted a Code of Conduct that sets out the principles of professional conduct adhered to by the FFT and Fiat Group. FFT, together with its shareholders Fiat S.p.A. and Fiat Finance S.p.A., has also established and maintains a model of corporate governance and internal control through its organizational and reporting structure, a Compliance Program, which is continually revised to reflect legislative changes, and a system of internal procedures.

## **INTERNAL CONTROL SYSTEM**

The various corporate departments, with the support of Fiat Group's Internal Audit, acted to ensure compliance with best management practices and the adequacy of the organizational structure and internal procedures. The Compliance Officer and the Compliance Program Supervisory Body at Group level (the institutional roles with responsibility for control) perform their activities in close collaboration with the management keeping them constantly apprised of the outcome of audits conducted and any need for improvement.

Overall, the Internal Control System operated alongside core business processes to enhance operating activities and manage the related risks, supporting management in the pursuit of its corporate objectives, in accordance with law and internal policies and procedures.

## **CODE OF CONDUCT**

The Board of Directors formally adopted the Fiat Group's new Code of Conduct, which reinforces the principles of sustainability, making express reference to compliance with the United Nations' Universal Declaration of Human Rights, the principal Conventions of the International Labor Organization (I.L.O.), the OECD Guidelines for Multinational Enterprises, and the United States Foreign Corrupt Practices Act (FCPA). Greater attention has been dedicated to issues relating to health and safety in the workplace and protection of the environment, with an emphasis on preventive risk assessment together with definition of the specific responsibilities of employees. The main issues addressed in the Code are set out in specific guidelines. The Code can be publicly consulted on the internet web site of Fiat S.p.A..

**FIAT FINANCE AND TRADE LTD S.A.**  
**Management Report**  
**31 December 2013**

## OPERATING PERFORMANCE AND ANALYSIS OF THE FINANCIAL POSITION

During all the year 2013 the company has been active on the financial market in order to finance its activity or refinance position coming to maturity.

Net cash flow related to capital market transactions was positive for approximately EUR 1.9 billion.

The issuance of three new bonds for a total amount of EUR (equivalent) 2.9 billion was partially offset by the repayment of EUR 1.0 billion maturity:

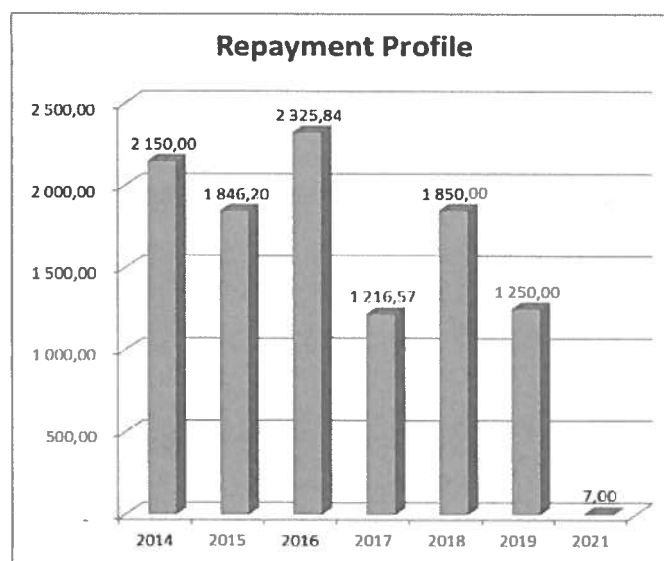
### *New bonds issuance*

ISIN	Type	Distribution	Currency	Issue date	Maturity	Ccy Outstanding
XS0906420574	MTN	Syndicated	EUR	15-Mar-13	15-Mar-18	1,250,000,000
XS0953215349	MTN	Syndicated	EUR	12-Jul-13	14-Oct-19	1,250,000,000
CH0225173308	MTN	Syndicated	CHF	22-Nov-13	22-Nov-17	450,000,000

### *Bonds repayment*

ISIN	Type	Distribution	Currency	Issue date	Maturity	Ccy Outstanding
XS0244126107	MTN	Syndicated	EUR	10-Feb-06	15-Feb-13	1,000,000,000

*Schedule of bonds maturities at 31 December 2013 (in EUR million)*



At year-end, there were other securities outstanding for EUR 14.96 million (Billets de Trésorerie).

All Fiat Finance and Trade Ltd. S.A. bond issues are guaranteed by Fiat S.p.A..

As far as the management of financial risks is concerned (liquidity, exchange and interest rates), the Company follows the guidelines set out in the relative policy. More specifically for the management of liquidity, the primary object of the investments is the safeguarding and the accessibility of the invested capital, as well as an acceptable diversification of the investment portfolio.

**FIAT FINANCE AND TRADE LTD S.A.**  
**Management Report**  
**31 December 2013**

In light of these general guidelines, Fiat Finance's liquidity over the year has been mainly Invested in short term bank deposits with a wide number of reputable financial institutions.

From a financial point of view all derivatives are entered into for hedging purposes; derivatives that do not apply for hedge accounting treatment have always a hedge rational.

The Company closed the year with a profit of EUR 1.1 million compared with a profit of EUR 1.2 million in 2012.

For the year 2014, we do not expect any relevant changes in the companies' activities and results.

By order of the Board of Directors

Leonardo Cecchetti  
Chairman of the Board

A handwritten signature in dark ink, appearing to be 'L. Cecchetti', written over a light blue circular stamp.

FIAT FINANCE AND TRADE LTD S.A.

31 December 2013

**Legal and Financial Information**

**DIRECTORS' RESPONSIBILITY STATEMENT**

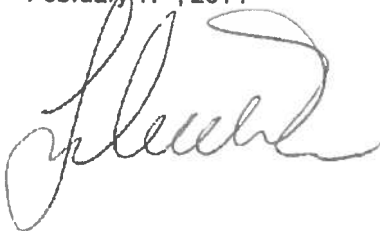
We confirm to the best of our knowledge:

1. the annual accounts of Fiat Finance and Trade Ltd. S.A. presented in this Annual Report and established in conformity with measurement and recognition criteria of the financial reporting framework in Luxembourg give a true and fair view of the assets, liabilities, financial position and profit of Fiat Finance and Trade Ltd. S.A. at 31 December 2013; and
2. the management report includes a fair review of the development and performance of the business and position of Fiat Finance and Trade Ltd. S.A. at 31 December 2013 and a description of the principal risks and uncertainties they face.

By order of the Board of Directors

Leonardo Cecchetti  
Chairman of the Board

February 17<sup>th</sup>, 2014

A handwritten signature in dark ink, appearing to read 'L. Cecchetti', is written over the date.

## **FIAT FINANCE AND TRADE LTD S.A.**

### **NOTES TO THE ANNUAL ACCOUNTS**

**FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012**

**(Expressed in EUR, unless otherwise stated) (continued)**

#### **GENERAL INFORMATION**

Fiat Finance and Trade Ltd S.A. ("the Company"), was incorporated on 18 June 1997 under the laws of Luxembourg for an unlimited period of time.

The Company's registered office is at 24 Boulevard Royal, L-2449 Luxembourg and is registered in the Luxembourg trade register under the number B 59500, TVA LU20771477.

The Company's financial year starts on 1 January and ends on 31 December of each year.

The Company acts as the treasury and financing vehicle of the Group companies outside Italy. It operates on the international financial markets. The Company main activity is the funding of Group companies and the management of surplus cash. The Company finances its activity with public issue of debt (bonds) and lines of credit with banks. It is the intention of the Company's management to optimise the centralisation of funds. The Company administers the centralised treasury and financing functions of the Group by effectively managing risk, as explained in note 14 below. The Company has branches in the UK (London) and Spain (Madrid). The aim of the branches is to assist the Company in managing financial services for the Group subsidiaries.

In 2011 the Company acquired the entire (aggregate 100%) stakes in Fiat Finance North America Inc. previously held by the Fiat S.p.A. and by Fiat Finance S.p.A., and the entire (100%) stakes in Fiat Finance Canada Ltd. previously held by Fiat Finance S.p.A.. The Company prepares Consolidated Financial Statements in Luxembourg in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU.

The Company shares are held for 60.003% by Fiat Finance S.p.A., and for 39.997% by Fiat S.p.A, which is also ultimate parent company of Fiat S.p.A. Group ("the Group"). The Company's accounts are included in the consolidated accounts of Fiat S.p.A., whose registered office is located in Italy (Turin) and are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU. A copy of the mentioned consolidated financial statements are available on the internet web site of Fiat S.p.A..

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **Basis of accounting**

The financial statements for the year ended 31 December 2013 have been prepared in accordance with accounting principles generally accepted and rules and regulations in force in the Grand Duchy of Luxembourg.

Some figures of the 2012 financial statements have been reclassified in order to facilitate the comparison with the presentation adopted in 2013.

**FIAT FINANCE AND TRADE LTD S.A.****NOTES TO THE ANNUAL ACCOUNTS****FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012****(Expressed in EUR, unless otherwise stated) (continued)****Tangible and intangible assets**

Tangible and intangible assets are stated at cost less accumulated depreciation. Depreciation is calculated on the straight-line basis to reduce the carrying value over its useful economic life.

**Foreign currency transactions**

The accounting records of the Company are maintained in Euro (EUR), which represents the main functional currency of the Company; the financial statements are denominated in this currency.

Assets and liabilities denominated in currencies other than EUR are translated into EUR at the exchange rates prevailing at the balance sheet date. Income and expenses denominated in foreign currencies are converted into EUR at the exchange rates prevailing on the transaction date. Both unrealised and realised foreign exchange differences are recognised in the profit and loss account.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

**Derivatives financial instruments**

From a financial point of view all derivatives are entered into for hedging purposes; derivatives that do not apply for hedge accounting treatment have always a hedge rational. In particular during 2011 part of the IRS covering outstanding bonds have been unwound via new off-setting IRS ("mirror swaps"). In those cases both of them have been subsequently classified as trading derivatives.

**Forward foreign exchange contracts**

All forward foreign exchange contracts are accounted for as notional loans and deposits in the off balance sheet accounts. The Mark-to-Market on these notional loans and deposits is accrued in the balance sheet as accrued income or accrued expenses and included in the profit and loss account on a net basis.

**Swaps**

Swaps comprise interest rate swaps and currency swaps which are stated at their notional values at the balance sheet date in the off balance sheet accounts.

The notional values serve as a reference for determining the interest streams. The interest streams receivable and payable are recognised in the profit and loss account on an accruals basis.

The notional amounts denominated in foreign currencies are translated into EUR at the exchange rates prevailing at the balance sheet date. Translation differences are recorded on the balance sheet as accrued income or other creditors or liabilities and are included in the profit and loss account.

## **FIAT FINANCE AND TRADE LTD S.A.**

### **NOTES TO THE ANNUAL ACCOUNTS**

**FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012**

**(Expressed in EUR, unless otherwise stated) (continued)**

#### **Forward rate agreements (FRA's)**

FRA contracts are stated at their notional values at the balance sheet date in the off balance sheet accounts.

The interest income and expense on settled FRA contracts are deferred and recognised net in the profit and loss account on an accruals basis, under the item net result on off-balance sheet items.

The notional amounts denominated in foreign currencies are translated into EUR at the exchange rates prevailing at the balance sheet date.

#### **Non convertible loans**

Bonds are disclosed at their repayment value. Costs associated with issuing debt (such as, for example, fees and commissions paid to banks, law firms, auditors and regulators) are capitalised and reflected in the balance sheet as an asset, and amortised over the remaining life of the underlying debt instrument. The unamortised amounts are included in deferred charges.

#### **Titres de créances négociables (TCNs programme)**

Starting on 12 December 2005 the Company relieved Fiat France S.A. in the TCNs Programme with a maximum aggregate nominal amount of EUR 1 billion totally guaranteed by Fiat S.p.A..

Societe Generale S.A., with registered office at 29 boulevard Haussmann in Paris, is appointed as issuing and paying agent, without exclusion of other financial institution authorised by Banque de France.

The interest payable is recognised in the income statement on an accrual interest basis.

#### **Debtors**

Debtor balances are recorded at nominal amount. Value adjustments, if any, are made for any permanent impairment in value.

#### **Other assets and liabilities**

Unless otherwise stated, all other assets and liabilities are stated at their nominal values.

#### **Investments**

Other investments are composed of liquidity funds. Rated AAAm by S&P and/or AAA by Moody's these funds invest in short term high quality money market instruments. The product offers same value day liquidity and an attractive yield compared with time deposits.

**FIAT FINANCE AND TRADE LTD S.A.**

**NOTES TO THE ANNUAL ACCOUNTS**

**FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012**

**(Expressed in EUR, unless otherwise stated) (continued)**

**Cash and cash equivalents**

Cash and cash equivalents comprise amounts due from banks with an original average maturity up to 3 months.

**Income recognition**

Income and expenses are recognised when earned or incurred on an accruals basis.



## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

## NOTE 1 - INTANGIBLE ASSETS

	31 December 2012	Additions of the year	Amortization of the year	Reductions and other changes of the year	31 December 2013
Gross carrying amount	456,934	274,550	-	(82,670)	648,814
Cumulated amortization	(135,151)	-	(121,543)	82,670	(174,024)
Net carrying amount	321,783	274,550	(121,543)	-	<b>474,790</b>

	1 January 2012	Additions of the year	Amortization of the year	Reductions and other changes of the year	31 December 2012
Gross carrying amount	495,639	344,996	-	(383,701)	456,934
Accumulate amortization	(474,507)	-	(44,345)	383,701	(135,151)
Net carrying amount	21,132	344,996	(44,345)	-	<b>321,783</b>

The intangible assets are mainly constituted of software licenses and systems' implementation costs.

## NOTE 2 - TANGIBLE ASSETS

	31 December 2012	Additions of the year	Amortization of the year	Reductions and other changes of the year	31 December 2013
Gross carrying amount	356,825	2,338	-		359,163
Accumulated	(194,872)	-	(75,495)		(270,367)
Net carrying amount	161,953	2,338	(75,495)		<b>88,796</b>

	1 January 2012	Additions of the year	Amortization of the year	Reductions and other changes of the year	31 December 2012
Gross carrying amount	319,911	71,494	-	(34,580)	356,825
Accumulated amortization	(152,233)	-	(63,772)	21,132	(194,873)
Net carrying amount	167,678	71,494	(63,772)	(13,448)	<b>161,952</b>

The tangible assets are mainly constituted of IT infrastructure, furniture's and office equipment

## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

## NOTE 3 - FINANCIAL ASSETS

Fully-controlled subsidiaries	Carrying amount	% of share capital	% voting shares	Registered office	Result for latest financial year*	Net asset value*	Listed (Yes/No)
FIAT FINANCE CANADA LTD.	15,830,469	100.00%	100.00%	Calgary (Canada)	70,541	14,741,889	No
FIAT FINANCE NORTH AMERICA INC.	149,413,940	100.00%	100.00%	Wilmington (USA)	882,324	148,070,007	No
<b>Total</b>	<b>165,244,409</b>				<b>952,865</b>	<b>162,811,896</b>	

\* Based on audited statutory Financial Statements as of 31 December 2013, amounts converted into EUR at the exchange rates prevailing at the balance sheet date.

The Directors of the Company assessed impairment as temporary; therefore no value adjustment was recorded.

## NOTE 4 - AMOUNTS OWED BY AFFILIATED UNDERTAKINGS

	31.12.2013 EUR	31.12.2012 EUR
Current accounts		
<i>Nominal</i>	9,277,610,182	7,626,578,925
<i>Accrued interest</i>	1,777,404	1,506,953
Receivable, short term portion		
<i>Nominal</i>	110,130,397	319,899,175
<i>Accrued interest</i>	545,650	2,106,921
Receivable, long term portion		
<i>Nominal</i>	245,371,843	-
<i>Accrued interest</i>	1,602,584	
<b>Total receivable short term portion</b>	<b>9,637,038,060</b>	<b>7,950,091,974</b>

All transactions with affiliated undertakings have been concluded at market conditions and relate to treasury services provided to the Group subsidiaries as per the Company by-laws.

## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

## NOTE 5 – OTHER INVESTMENTS

	31.12.2013 EUR	31.12.2012 EUR
Liquidity funds		
<i>Nominal</i>	308,499,460	539,650,410
<i>Accrued interest</i>	13,039	45,410
	<u>308,512,499</u>	<u>539,695,820</u>

## NOTE 6 - CASH AT BANK AND IN HAND

	31.12.2013 EUR	31.12.2012 EUR
Bank current accounts		
<i>Nominal</i>	1,284,343,795	1,057,522,278
<i>Accrued interest</i>	246,602	249,732
Short term deposits		
<i>Nominal</i>	1,627,838,682	1,255,688,887
<i>Accrued interest</i>	172,055,	88,316
	<u>2,912,601,134</u>	<u>2,313,549,213</u>

## NOTE 7 – ACCRUALS AND PREPAYMENTS

	31.12.2013 EUR	31.12.2012 EUR
Accrued income		
<i>Unrealized gain on forward foreign exchange contracts</i>	2,115,689	3,027,631
<i>Accrued interest on interest rate swaps</i>	9,885,074	26,604,139
<i>Accrued interest and exchange difference on interest rate and cross currency swaps</i>	<u>9,354,884</u>	<u>7,365,838</u>
	21,355,647	36,997,608

## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

## Deferred charges

*Deferred expenses on issued bonds and credit**lines*

94,420,505

72,772,700

*Prepaid expenses*

453,254

195,551

94,873,759

72,968,251

**116,229,406****109,965,859**

Deferred expenses are related to the non-amortised costs directly associated with the issuance of bonds and bank credit lines. For detail of the costs amortised during the year, please refer to NOTE 16.

## NOTE 8 - SHAREHOLDERS' EQUITY

The movements of shareholder's equity are summarised as follows (amounts expressed in EUR thousands):

	Subscribed Capital	Legal Reserve	Other Reserves	Retained Earnings	Result for the year	TOTAL SHAREHOLDERS' EQUITY
Balance at 01.01.2012	<u>251,494</u>	<u>13,226</u>	<u>253</u>	<u>20,652</u>	<u>1,851</u>	<u>287,476</u>
Allocation to retained earnings				1,851	-1,851	-
Allocation to legal reserve		93		-93		-
Allocation to other reserves			62	-62		-
Result for the financial year					1,217	1,217
Balance at 31.12.2012	<u>251,494</u>	<u>13,319</u>	<u>315</u>	<u>22,348</u>	<u>1,217</u>	<u>288,693</u>
Allocation to retained earnings				1,217	-1,217	
Allocation to legal reserve		61		-61		
Allocation to other reserves			1,890	-1,890		
Result for the financial year					1,146	1,146
Balance at 31.12.2013	<u>251,494</u>	<u>13,380</u>	<u>2,205</u>	<u>21,614</u>	<u>1,146</u>	<u>289,839</u>

## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

**Subscribed capital**

The share capital of the Company amounts to EUR 251,494,000 represented by 13,416 shares fully subscribed and paid up with no nominal value.

**Legal reserve**

Under Luxembourg Law the Company must appropriate to a legal reserve a minimum of 5% of the annual net profit until such reserve is equal to 10% of the issued share capital. The legal reserve is not available for distribution.

**Other reserves**

In accordance with the provisions of the Luxembourg tax law, the Company opted for the reduction of the net worth tax by posting an amount equivalent to five times the net worth tax due to "Other Reserves". This reserve is to be maintained for a period of five years following the year in which the net worth tax was reduced.

**NOTE 9 - PROVISIONS FOR TAXATION**

The company is subject to all taxes applicable to commercial companies in Luxembourg.

**NOTE 10 - NON CONVERTIBLE LOANS**

The Company issues long term debt securities at mainly fixed interest rates. The bonds and notes are unconditionally and irrevocably guaranteed by the ultimate parent company Fiat S.p.A.

		31.12.2013 EUR	31.12.2012 EUR
<i>EUR</i>		-	1,000,000,000
<i>EUR</i> - Billet de trésorerie (TCNs) due within one year		-	16,970,344
<i>EUR</i> – accrued interest on bonds and TCNs		-	301,661,803
<i>CHF</i> – accrued interest on bonds	8,828,472		7,313,181
<b>Repayable in year 2013</b>		<u>-</u>	<u>1,325,945,328</u>
<i>EUR</i>		2,150,000,000	2,150,000,000
<i>EUR</i> - Billet de trésorerie (TCNs) due within one year		14,965,904	-
<i>EUR</i> – accrued interest on bonds and TCNs		360,790,694	-
<i>CHF</i> – accrued interest on bonds	10,728,472	8,739,388	-
<b>Repayable in year 2014</b>		<u>2,534,495,986</u>	<u>2,150,000,000</u>
<i>EUR</i>		1,500,000,000	1,500,000,000
<i>CHF</i>	425,000,000	346,203,975	352,054,341
<b>Repayable in year 2015</b>		<u>1,846,203,975</u>	<u>1,852,054,341</u>

## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

<i>EUR</i>		2,000,000,000	2,000,000,000
<i>CHF</i>	400,000,000	325,839,036	331,345,261
<b>Repayable in year 2016</b>		<b>2,325,839,036</b>	<b>2,331,345,261</b>
<i>EUR</i>		850,000,000	850,000,000
<i>CHF</i>	450,000,000	366,568,915	-
<b>Repayable in year 2017</b>		<b>1,216,568,915</b>	<b>850,000,000</b>
<i>EUR</i>		1,850,000,000	600,000,000
<b>Repayable in year 2018</b>		<b>1,850,000,000</b>	<b>600,000,000</b>
<i>EUR</i>		1,250,000,000	
<b>Repayable in year 2019</b>		<b>1,250,000,000</b>	
<i>EUR</i>		7,000,000	7,000,000
<b>Repayable in year 2021</b>		<b>7,000,000</b>	<b>7,000,000</b>
<b>Total repayable after more than one year</b>		<b>8,495,611,926</b>	<b>7,790,399,602</b>

All bonds and notes have been issued under a Global Medium Term Note Programme (GMTN) which increased from EUR 3 billion to EUR 6 billion on 21 February 2000, to EUR 10 billion on 27 July 2000 and to EUR 15 billion on 18 May 2001. Fiat Finance Canada Ltd. and Fiat Finance North America Inc. have been added to the Programme as additional issuers.

TCNs Programme is, with a maximum aggregate nominal amount of EUR 1 billion, still in place and totally guaranteed by Fiat S.p.A..

## NOTE 11 - AMOUNTS OWED TO CREDIT INSTITUTIONS

	31.12.2013	31.12.2012
	EUR	EUR
Short term borrowings		
<i>Nominal</i>	115,351,622	75,000,000
<i>Accrued interest</i>	39,623	12,894
Long term borrowings	-	40,000,000
	<b>115,391,245</b>	<b>115,012,894</b>

Short term borrowings relate to draw downs of medium term committed credit lines, long term borrowings relates to term loans expiring after more than one year.

## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

## NOTE 12 - AMOUNTS OWED TO AFFILIATED UNDERTAKINGS

	31.12.2013 EUR	31.12.2012 EUR
Current accounts		
<i>Nominal</i>	871,713,698	684,476,782
<i>Accrued interest</i>	745,862	596,103
Short term borrowings		
<i>Nominal</i>	788,996,476	844,693,414
<i>Accrued interest</i>	473,522	380,000
	<u>1,661,929,558</u>	<u>1,530,146,299</u>

All transactions with affiliated undertakings have been concluded at market conditions and relate to treasury services provided to the Group subsidiaries as per the Company by-laws.

## NOTE 13 - DEFERRED INCOME

	31.12.2013 EUR	31.12.2012 EUR
Accrued expenses		
<i>Unrealized loss on forward foreign exchange contracts</i>	638,572	376,248
<i>Accrued interest on interest rate swaps</i>	6,081,597	15,425,143
<i>Accrued interest and difference exchange on cross currency swaps</i>	14,254,353	2,506,436
<i>Other</i>	852,774	4,639,946
	<u>21,827,296</u>	<u>22,947,773</u>
Other deferred income	20,810,072	5,823,758
	<u>42,637,368</u>	<u>28,771,531</u>

Other deferred income refers to the future remaining portion of the income achieved with the unwinding of some hedging instruments; this income is amortized over the residual life of the previously hedged financial instruments.

**FIAT FINANCE AND TRADE LTD S.A.****NOTES TO THE ANNUAL ACCOUNTS****FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012****(Expressed in EUR, unless otherwise stated) (continued)****NOTE 14 - FINANCIAL INSTRUMENTS AND DERIVATIVES****Treasury activity**

As required by the Group's financial risk management policy, the Company regularly assesses and manages its exposure to financial risks. The Group's risk management programs do not use complex or leveraged instruments and future contracts are not part of the programs. Accordingly, management believes that these risks are managed in a conservative and prudent manner as follows:

**Investment activity**

The Company's treasury activity comprises investing surplus liquidity received either from other Group companies or from the market through debt instruments.

All investments entered into by the Company are made according to a conservative investment policy, with the objective of effectively managing the financial risks incurred by the Company.

**Foreign currency risk**

Exposure to foreign currency risk arises mainly due to the geographical diversity of the Group's activities and Group companies to which cash management and other treasury services are provided.

The Company seeks to minimise this exposure mainly by the use of forward foreign exchange contracts and currency swaps.

**Interest rate risk**

Exposure to interest rate risk arises mainly due to the different maturities and interest rate structures of assets and liabilities.

The Company seeks to remove any undesired exposure mainly by the use of interest rate swaps and forward rate agreements.

**Credit risk**

Exposure to third party credit risk is managed by the establishment and monitoring of counter-party limits which are largely functions of the counter-party rating. Financial instruments are distributed among financial institutions, which have a high credit rating.

**Liquidity risk**

Liquidity risk arises if the Company is unable to obtain, at economical terms, the funding needed to carry out its operating activities.



## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

It is the Company's policy to maintain liquidity in demand or short-term deposits and negotiable money market instruments, dividing such investments over an appropriate number of counterparties, primarily banking institutions, with the principal purpose of having ready availability to those investments. Counterparties are selected according their creditworthiness, reliability and the quality of service provided.

**Notional amounts of off balance sheet financial instruments and derivatives are presented below:**

(Amounts expressed in EUR thousands)

	31.12.2013 EUR	31.12.2012 EUR
Forward foreign exchange contracts	750,446	399,424
Interest rate swaps	1,364,000	3,614,000
Cross currency swaps	1,038,493	683,400
Forward rate agreements	-	40,000
	<u>3,152,939</u>	<u>4,736,824</u>

**Fair value of off balance sheet financial instruments and derivatives as at 31 December 2013 (in EUR million)**

	Nominal value	Carrying value	Gross fair value	Difference
Forward foreign exchange contracts	750,446	1,477	1,477	-
Interest rate swaps	1,364,000	3,803	18,760	14,957
Cross currency swaps	1,038,493	6,266	(13,041)	(19,307)
Forward rate agreements				
	<u>3,152,939</u>	<u>11,546</u>	<u>7,196</u>	<u>(4,350)</u>

The above fair values have been determined by reference to available market information and the following methodologies:

<u>Financial instrument</u>	<u>Fair value method</u>
Forward foreign exchange contracts	Forward exchange rate estimated on the basis of the forward exchange and interest rates at year end
Interest rate swaps and forward start swaps	Discounted cash flow of expected interest streams
Forward rate agreements	Discounted cash flow of expected interest differential

## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

Due to management judgement required in interpreting market information, the estimates presented above may approximate the amounts that the Company could realise in a current market transaction.

In applying discounted cash flow techniques, a discount rate commensurate with market conditions at 31 December 2013, the relevant currency and the risk of the underlying instrument was used.

In all cases, fair values were translated into EUR using the exchange rates ruling at the balance sheet date.

## NOTE 15 - OTHER EXTERNAL CHARGES

	31.12.2013 EUR	31.12.2012 EUR
Rental and additional charges	225,642	390,836
Services acquired	408,338	639,080
Audit fees	57,298	82,307
IT maintenance, legal and consulting fees	496,024	409,208
	<u>1,187,302</u>	<u>1,521,431</u>

## NOTE 16 - INTEREST PAYABLE AND SIMILAR CHARGES

	31.12.2013 EUR	31.12.2012 EUR
Concerning affiliated undertaking		
<i>Interest payable (NOTE 12)</i>	20,267,700	38,041,229
Other interest payable and similar charges		
<i>Banks (NOTE 11)</i>	2,124,582	1,712,262
<i>Bonds (NOTE 10)</i>	643,852,866	592,098,831
<i>Amortized commissions on credit lines (NOTE 7)</i>	40,857,038	31,645,316
<i>Amortized commissions on bond issues (NOTE 7)</i>	20,384,802	23,001,844
<i>Bonds' guarantee costs and other fees and commissions</i>	3,080,810	2,758,685
<i>Foreign exchange loss (gain)</i>	11,489,499	-
	<u>721,789,597</u>	<u>651,216,938</u>
	<u>742,057,297</u>	<u>689,258,167</u>

## FIAT FINANCE AND TRADE LTD S.A.

## NOTES TO THE ANNUAL ACCOUNTS

FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Expressed in EUR, unless otherwise stated) (continued)

Foreign exchange result is off-set by valuation gains on foreign exchange derivatives and by items included in the interest payable and receivable. Therefore the impact on revaluation of foreign currency financial assets and liabilities and the impact on revaluation of outstanding exchange currency derivatives represent an economic hedge.

## NOTE 17 - INCOME FROM FINANCIAL CURRENT ASSETS

	31.12.2013 EUR	31.12.2012 EUR
Concerning affiliated undertakings		
Interest receivable (NOTE 4)	719,162,609	647,232,868
Foreign exchange gain	<u>12,299,765</u>	<u>1,263,982</u>
	731,462,374	648,496,850
Other income		
Banks (NOTE 6)	4,919,884	12,640,570
Other investments (NOTE 5)	178,950	780,590
Foreign exchange gain (loss)	<u>-</u>	<u>2,789,449</u>
	5,098,833	16,210,609
	<u>736,561,207</u>	<u>664,707,459</u>

For the year ended 31 December 2013, income from other investments is composed of interest on Liquidity Funds.

## NOTE 18 - OTHER INTERESTS AND OTHER FINANCIAL INCOME

	31.12.2013 EUR	31.12.2012 EUR
Other income from affiliated undertakings	<u>280,879</u>	<u>589,135</u>
	280,879	589,135
Net result on off-balance sheet items (NOTE 14)		
Forward foreign exchange contracts (NOTES 7 AND 13)	(1,174,266)	(8,084,810)
Interest rate swaps (NOTES 7 AND 13)	8,246,017	28,915,438
Cross currency swaps (NOTES 7 AND 13)	(7,497,112)	(2,905,962)
Forward rate agreements (NOTE 14)	(13,510)	9,244
Premiums on bonds	10,272,863	10,649,927
Other (NOTES 7 AND 13)	<u>9,907</u>	<u>12,010</u>
	9,843,899	28,595,847
	<u>10,124,778</u>	<u>29,184,982</u>

## **FIAT FINANCE AND TRADE LTD S.A.**

### **NOTES TO THE ANNUAL ACCOUNTS FOR THE YEARS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012 (Expressed in EUR, unless otherwise stated) (continued)**

#### **NOTE 19 - Staff**

The number of persons employed by the Company as at 31 December 2013 amounts to 14: 9 in Luxembourg, 3 in United Kingdom, 2 in Spain.

One employee from the Luxembourg office has been temporarily assigned to its subsidiary Fiat Finance North America Inc., while an employee from the Spanish Branch is currently working in a temporary support role to the treasury activity in the UK Branch.

#### **NOTE 20 - COMMITMENTS AND CONTINGENCIES**

As of 31 December 2013, the Company has issued guarantees in favour of Group Companies for a total amount of EUR 10,155,339 to different banks.

#### **NOTE 21 – SUBSEQUENT EVENTS**

There have been no events subsequent to the balance sheet date which require adjustment of or disclosure in the annual accounts or Notes.

**Capital:**

The registered capital of the company is set at TWO HUNDRED FIFTY-ONE MILLION FOUR HUNDRED NINETY-FOUR THOUSAND EURO (251.494.000,-) represented by THIRTEEN THOUSAND FOUR HUNDRED SIXTEEN (13.416) shares without nominal value.

**Board of Directors (at 31 December 2013):**

Mr Leonardo CECCHETTI, company director, residing at 24, boulevard Royal, L-2449 Luxembourg

Mr Jacque LOESCH, lawyer, residing at 35, Avenue John F. Kennedy, L-1856 Luxembourg

Mrs Marella MORETTI, company director, residing at 6 rue Nicolas Copernic, F-78190 Trappes

**Independent auditor:**

Ernst & Young Luxembourg SA, réviseur d'entreprises agréée, Luxembourg

**Excerpt of the minutes of the general meeting held on February 26<sup>th</sup> 2014**

RESOLVED to appropriate the available balance profit of EUR 1.145.705 as follows:

- Allocation to the legal reserve:	EUR 58.000
- Retained earnings to be carried forward	EUR 1.087.705
- Allocation to the special reserve from result brought forward of previous years	EUR 1.858.000

Pour FIAT FINANCE AND TRADE LTD S.A.

